Exhibit F

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

Case No. 09-50026-reg

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In the Matter of:

MOTORS LIQUIDATION COMPANY, ET AL.,

F/K/A GENERAL MOTORS CORP., ET AL.,

Debtors.

- -x

U.S. Bankruptcy Court

One Bowling Green

New York, New York

February 10, 2011

9:47 AM

B E F O R E:

HON. ROBERT E. GERBER

U.S. BANKRUPTCY JUDGE

HEARING re Debtors' Objection to Proofs of Claim Nos. 16440 and 16441

Transcribed by: Sharona Shapiro

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BY: JACOB L. NEWTON, ESQ. (TELEPHONICALLY)

factors require me to deny class action certification in this Chapter 11 case, just a few weeks before the scheduled confirmation hearing, in any event.

I'm not now going to repeat all of the underlying law applicable to matters of this character. I discussed them in depth just a few weeks ago in the apartheid decision. And for understandable reasons, class counsel doesn't dispute the underlying law or legal standards or otherwise debate either the holding of my recent apartheid decision or the legal principles or reasoning it contained.

Turning first to class action superiority, the second of the two requirements that Rule 23(b)(3) imposes, and which, at the risk of stating the obvious, is in addition to the requirement for the predominance of common issues. The points I made in the apartheid decision about class action treatment not being superior are equally applicable here. Assuming, arguendo, that we could conquer the class action predominance issues by setting up enough subclasses and plow through the individual law of twenty-six states as applicable to the claims of members of those various classes, that would place tremendous strain on the bankruptcy system and the resources of this Court in particular.

And class action treatment wouldn't be superior to the mechanisms that are available in a bankruptcy court, for the reasons I noted in the apartheid decision, based in material

part on Chief Judge Bernstein's decision in Musicland, as he had there pointed out, the inherent simplicity of the bankruptcy process tends to make class action treatment not superior, as a general matter, and in this case, because an individual claimant would need only to fill out and return a proof of claim form. Further, the deterrence that class actions often provide would be of little utility in a case like this one, where Old GM is liquidating and the punishment for any wrongful Old GM conduct would be borne by Old GM's innocent creditors. See Musicland 362 B.R. at pages 650 to 651.

Turning now to unique bankruptcy concerns. First, I noted in the apartheid decision that the motion for class certification should have been made much earlier in that case, citing the Ephedra cases and Northwest Airlines; and that late motions of this character raise concerns when they would have a material effect on distributions to other creditors, as the 100 million dollars in claims asserted here so obviously would.

I ruled there that late filing would not, by itself, bar class certification, but that it was an important factor. My thinking in that respect hasn't changed in the three weeks since I ruled on that issue before. It's not relevant for purposes of placing blame, but it's relevant because late motions of this type have a major effect on the administration of the Chapter 11 case and on potential prejudice to creditors.

Here, the Saturn plaintiffs failed to file a motion

for class action treatment until fourteen months after Old GM's bar date and twenty months after the commencement of Old GM's bankruptcy. Given the substantial impact that almost 100 million dollars in claims could have on the Old GM estate, the Saturn claimants should have sought class certification here, just as in the apartheid litigation, far sooner than they did. And that concern is particularly significant and perhaps obvious, when we have a confirmation hearing set for March 3, only three and a half weeks away. The issues presented here would take extraordinary court resources to hear in an allowance hearing or even to estimate under Section 502, and where until and unless the claims were fixed or estimated, we'd have to set up a 100 million dollar reserve.

Secondly, we here have a variant of the point I made before, which is relevant in this different context. Once again, assuming that I could deal with the predominance issues by setting up enough subclasses, the issues dealing with the twenty-six states' separate laws and the particular issues as amongst the various subclasses and other aspects of the individual nature of consumers' claims, dealing with this, would just place too much strain on the bankruptcy system and on this Court.

As Judge Rakoff observed in the Ephedra litigation, bankruptcy significantly changes the balance of factors to be considered in determining whether to allow a class action. And

class certification may be less desirable in bankruptcy than in ordinary civil litigation. See his Ephedra decision at 329 B.R. at page 5. See also Judge Lifland's analysis very recently in Blockbuster. Class-based claims have the potential to adversely affect the administration of a case by adding layers of procedural and factual complexity, siphoning the debtor's resources and interfering with the orderly progression of the reorganization.

For those reasons, among others, I must find that entertaining these claims on a class action basis would significantly complicate the GM debtors' Chapter 11 case here. Thus, on a matter where bankruptcy judges have unquestioned discretion to determine whether class action certification would inappropriately clash with bankruptcy needs and concerns, I can't authorize class action treatment here.

Finally, unlike the apartheid case, the quality of the notice here is not even debatable. The notice within the United States was unquestionably satisfactory. And as I noted before, that is, in the apartheid litigation, the filing of the GM Chapter 11 case was well known. Paraphrasing Judge Kaplan's observation back in July 2009, on a stay application from my 363 decision, the filing of the GM Chapter 11 case was an event of which no sentient American was unaware.

Here, the class is made up of U.S. citizens who are car owners and who, it may reasonably be inferred, watch

television, listen to the radio, read newspapers and knew any problems that had infected GM and had resulted in GM's bankruptcy. It would be incorrect to argue that they did not have notice. I'm not persuaded by the distinction that I heard in oral argument that I should consider notice of GM's bankruptcy to be an unsatisfactory substitute for telling people that they have problems in their vehicles with respect to their bad timing chains. If anyone had a problem with a failed timing chain, he or she would know that and could easily file a regular proof of claim in this case.

The debtors point out, without dispute, that there is no decision in this district in which the Court has ever exercised its discretion to make civil rule applicable in a Chapter 11 case, where the class was not certified pre-petition or the estate didn't consent. In this case, with confirmation just three and a half weeks away, I'm not going to be the first.

For the reasons I just summarized, I'm denying the cross motion for class certification and I'm granting the motion to disallow the claims insofar as they're asserted on behalf of absent class members. However, I will authorize the individual class representatives to file individual proofs of claim for their personal damages underlying these claims, within the later of the time agreed upon between class action plaintiffs' counsel and the debtors, or thirty days from the

entry of the order denying class certification here.

If the individual class representatives elect to avail themselves of the right I'm giving them to file individual proofs of claim, I'm ruling that their doing so will be without prejudice to any rights they have to appeal or leave to appeal.

The debtors are to settle an order in accordance with the foregoing, but they're first to consult with Mr. Schwartz and to find out from him, whether he'd like to appeal or seek leave to appeal or otherwise wants me to make full findings of fact, conclusions of law and bases for the exercise of my discretion. I have many things on my plate, and obviously I think this capsulizes the bases for my ruling. But if it's desired, I will make more extensive full findings, as I did on the apartheid decision. Mr. Schwartz is entitled to that, and if he's of a mind to, he's entitled to that before or at the time that I enter the order.

I appreciate your indulgence. We've now gone through the whole morning, and I made you wait a while for this decision. We're now adjourned. Have a good day.

(Whereupon these proceedings were concluded at 12:07 p.m.)

I N D E X

RULINGS